

DEC 19 '12 -4 03 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

December 18, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street S.W. Suite 100
Washington, DC 20423
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25411.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee	Ingredion Incorporated f/k/a/ Corn Products International, Inc. 5 Westbrook Corporate Center Westchester, IL 60154
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A description of the railroad equipment covered by the enclosed document is for ninety-seven (97) tank cars having CCLX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows. **Memorandum of Lease**

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(ING1001)

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

14th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ingredion Incorporated ("Lessee"), a Delaware corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 13 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST.

By: [Signature]

Name: JOHN J. THOMAS

Title: PRESIDENT

[Signature]
By: Georgia Freiburger
Name: GEORGIA FREIBURGER

Title: MGR. OF DOCUMENTATION Executed on this 6th day of December 2012.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

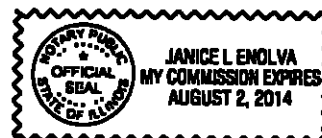
I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of December, 2012.

[Signature]
Notary Public

Commission Expires:

8-2-2014
(Notary Public)



LESSEE:

INGREDION INCORPORATED
ACCEPTED

By

H. G. H.

✓

Name: Neal R. Christian

Title: V P Finance - North America

By:

Kimberly A. Hunter

Name: Kimberly A. Hunter

Title: Corporate Treasurer

Executed on this 28th day of November, 2012

STATE OF ILLINOIS

COUNTY OF COOK

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Neal R. Christian and Kimberly A. Hunter personally appeared before me this day and acknowledged their due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of November, 2012

Cheryl A. Rutgens
Notary Public

Commission Expires:

June 5, 2016
(Notary Public)

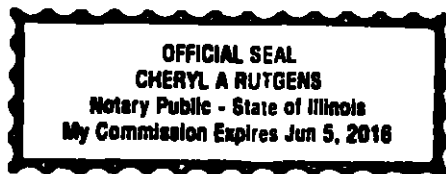


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. **Ninety-seven (97)**

DESCRIPTION OF CARS: **Tank Cars**

CAR NUMBERS.

CCLX 000798	CCLX 000832	CCLX 000865
CCLX 000799	CCLX 000833	CCLX 000866
CCLX 000800	CCLX 000834	CCLX 000867
CCLX 000801	CCLX 000835	CCLX 000868
CCLX 000802	CCLX 000836	CCLX 000869
CCLX 000803	CCLX 000837	CCLX 000870
CCLX 000804	CCLX 000838	CCLX 000871
CCLX 000805	CCLX 000839	CCLX 000872
CCLX 000806	CCLX 000840	CCLX 000873
CCLX 000807	CCLX 000841	CCLX 000874
CCLX 000808	CCLX 000842	CCLX 000875
CCLX 000809	CCLX 000843	CCLX 000876
CCLX 000810	CCLX 000844	CCLX 000877
CCLX 000811	CCLX 000845	CCLX 000878
CCLX 000812	CCLX 000846	CCLX 000879
CCLX 000813	CCLX 000847	CCLX 000880
CCLX 000814	CCLX 000848	CCLX 000881
CCLX 000815	CCLX 000849	CCLX 000882
CCLX 000816	CCLX 000850	CCLX 000883
CCLX 000817	CCLX 000851	CCLX 000884
CCLX 000818	CCLX 000852	CCLX 000886
CCLX 000819	CCLX 000853	CCLX 000887
CCLX 000820	CCLX 000854	CCLX 000888
CCLX 000821	CCLX 000855	CCLX 000889
CCLX 000823	CCLX 000856	CCLX 000890
CCLX 000824	CCLX 000857	CCLX 000891
CCLX 000825	CCLX 000858	CCLX 000892
CCLX 000826	CCLX 000859	CCLX 000893
CCLX 000827	CCLX 000860	CCLX 000894
CCLX 000828	CCLX 000861	CCLX 000896
CCLX 000829	CCLX 000862	CCLX 000897
CCLX 000830	CCLX 000863	
CCLX 000831	CCLX 000864	